O'MELVENY & MYERS LLP

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555 13th Street, N.W. Washington, D.C. 20004-1109

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August 10, 2000

OUR FILE NUMBER 013,117-004

BY HAND DELIVERY

writer's direct dial 202-383-5388

Jeff S. Jordan, Esq.
Office of the General Counsel
Office of the Federal Election Commission
999 E Street, N.W.
Washington, DC 20463

WRITER'S E-MAIL ADDRESS aculvahouse@omm.com

Re: *MUR 5033*

Dear Mr. Jordan:

On behalf of the Alexander Audit Fund Inc., and its Treasurer, Mr. Todd Eardensohn, we enclose with this letter the sworn statement of Mr. Eardensohn in response to the Commission's letter dated June 26, 2000, and a complete Statement of Designation of Counsel.

Please do not hesitate to contact the undersigned if you should have any questions regarding this matter.

Sinegrely

Arthur B. Culvahouse, Jr.

Ira H. Raphaelson

of O'MELVENY & MYERS LLP

Enclosure

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STATEMENT OF TODD EARDENSOHN

My name is Todd Eardensohn. I was the Treasurer of Alexander Audit Fund Inc. from March 11, 1996 to July 20, 1998.

The Alexander Audit Fund, Inc. filed its notice of termination with the Federal Election Commission on July 20, 1998 having retired all debts and liquidated all remaining funds. A copy of the termination report is attached to the statement as Exhibit 1.

The Alexander Audit Fund Inc. dissolved and terminated its registration as a Tennessee not-for-profit corporation on March 4, 1999. A copy of the dissolution and termination notices are attached to this statement as Exhibit 2.

Thus, the Alexander Audit Fund Inc. is now legally defunct.

The Alexander Audit Fund Inc. had no knowledge of any wrongdoing by Dr. Daniel R. Hightower with respect to contributions to the Alexander Exploratory Committee. More specifically. the Alexander Audit Fund Inc. had no knowledge of the allegations made by Allison M. Thomas in a letter to the Commission dated May 18, 2000 to the effect that Dr. Hightower asked managers and corporate staff of Princeton's Restaurant to contribute \$1,000 each to the Alexander Exploratory Committee and that he stated that he would reimburse the managers and corporate staff for their contributions and any extra income taxes in their respective paychecks.

It was the policy and practice of the Alexander Exploratory Committee to return any contributions that did not comply fully with federal law, including, but not limited to, prohibited corporate contributions and contributions in the name of another.

The Alexander Exploratory Committee instructed all persons involved in fundraising efforts of which the Committee was aware of the prohibitions under federal law against corporate contributions and contributions in the name of another.

The Alexander Exploratory Committee and the Alexander Audit Fund Inc. did not knowingly accept any contributions under the scheme alleged by Mr. Thomas.

Treasurer, Alexander Audit Fund Inc.

Subscribed and sworn to before me on this 10 day of

My Commission expires _

BY AN AUTHORIZED COME TEE OF A CANDIDATE FOR THE OFFICE OF PRESIDENT OR VICE PRESIDENT

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	CITY, STATE, and ZIP CODE				3. ISTHIS	REPORT OF REC	EIPTS AND	
ار در جات آ	Alexandria, VA	22314			DISBURSE Prima	MENTS FOR: Bry	⊠ Ger	eral _
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		7. TOTAL RECEIPTS	THIS PERIOD					930.
		B. SUBTOTAL (Lines 6 and 7)						98,910
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t7, CONTRIBUTIONS (other than loans) FROM:		
(a) Individuals/Persons Other Than Political Committees	_	<u>.</u>
(b) Political Party Committees		
(c) Other Political Committees		
(d) The Cancidate		
(e) TOTAL CONTRIBUTIONS (other than loans) Add 17(a), 17(b), 17(c) and 17(d)).		
18. TRANSFERS FROM OTHER AUTHORIZED COMMITTEES		·-
19. LOANS RECEIVED:		
(a) Loans Received From or Guaranteed by Candidate		
(b) Other Loans		
(c) TOTAL LOANS (Add 19(a) and 18 (b))		
(C) 14 LVC COURS Love 18 fel elle 16 (el)		
20. OFFSETS TO EXPENDITURES (Refunds, Rebates, etc.)		
(a) Operating		
(b) Fundrelsing		
(c) Legal and Accounting		
(d) TOTAL OFFSETS TO EXPENDITURES (Add 20(a). 20(b) and 20(c))		
21. OTHERS RECEIPTS (Dividends, Interest, etc.)	930.92	4,179.5
22. TOTAL RECEIPTS (Add 16, 17(e), 18, 19(c), 20(d) and 21)	950.92	4,179.8
II. DISBURSEMENTS		
23. DPERATING EXPENDITURES		
24. TRANSFERS TO OTHER AUTHORIZED COMMITTEES		
25. FUNDRAISING DISBURSEMENTS		
26. EXEMPT LEGAL AND ACCOUNTING DISBURSEMENTS	4,110.29	4,110.2
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27. LOAN REPAYMENTS MADE:	ļ	
(a) Repayments of Loans made or Guarantaed by Candidate;		
(c) TOTAL LOAN REPAYMENTS MADE (Add 27(a) and 27 (b))		
28. REFUNDS OF CONTRIBUTIONS TO:		
(a) Individuals/Persons Other Than Political Committees		
(b) Political Party Committees		
(c) Other Political Committees		
(d) TOTAL CONTRIBUTION REFUNDS (Add 28(a), 28(b) and 28(c))		_
29. OTHER DISBURSEMENTS	94,800.19	94,600.
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30. TOTAL DISBURSEMENTS (Add 23, 24, 25, 26, 27(c), 28(d) and 29)	98,910.48	98,910.

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Alexander Audit Fued Jec

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NAME OF COMMITTEE (in full)

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P.O. Box 37515			
Washington, DC 20013	DISBURISEMENT FOR: Other (specify)		
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James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

FARRIS WARFIELD KANADAY

800K 11374 PG. 575

DATE: 03/04/99
REQUEST NUMBER: 3637-2346
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 03/04/99 1414
EFFECTIVE DATE/TIME: 03/04/99 1414
CONTROL NUMBER: 0309199

TO: KATHRYN SEVIER PHILLIPS, ATTORNEY 228 4TH AVE NORTH FRANKLIN, TN 37064

RE: ALEXANDER AUDIT FUND, INC. ARTICLES OF DISSOLUTION -PROFIT/NONPROFIT

THIS WILL ACKNOWLEDGE THE FILING OF THE ARTICLES OF DISSOLUTION WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

PLEASE BE ADVISED THAT YOUR CORPORATION WILL REMAIN IN AN ACTIVE STATUS AND WILL BE REQUIRED TO FILE ANY AND ALL ANNUAL REPORTS THAT BECOME DUE PRIOR TO THE FILING OF THE ARTICLES OF TERMINATION IN OUR OFFICE.

THE TENNESSEE DEPARTMENT OF REVENUE HAS BEEN NOTIFIED OF THE FILING OF THIS DOCUMENT IN THAT TAX CLEARANCE MUST BE RECEIVED PRIOR TO TERMINATING CORPORATE EXISTENCE. THAT DEPARTMENT WILL CONTACT YOUR CORPORATION REQUIREMENTS.

WHICH THE CORPORATION HAS DISTRIBUTED ALL OF ITS ASSETS IT MUST FILE TO THE PROPERTY OF STATE. THE SECRETARY OF STATE. THE REPROPERTY OF THE TENNESSEE DEPARTMENT OF REVENUE WITH THE APPROPRIATE

FIRE CORPESCONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR THIS IS THE CORPORATE NAME AND CONTROL CUMPUP CATANI.

2666

80/20

FLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IN IN TENNESSEE.

FOR: ARTICLES OF DISSOLUTION -PROFIT/NONPROFIT

ON DATE: 03/04/99

FROM: KATHRYN SEVIER PHILLIPS, ATTORNEY 228 4TH AVE NORTH FRANKLIN, TN 37064-0000

RECEIVED:

FEES \$100.00

\$0.00

TOTAL PAYMENT RECEIVED:

\$100.00

RECEIPT NUMBER: 00002446286

RILEY C. DARNELL SECRETARY OF STATE

SECRETARION DISSOLUTION - NONPROFIT CORPORATION 99 MAR - 4 PH 2: 14

Pursuant to the provisions of Section 48-64-104 of the Tennessee Nonprofit Corporation Act, the undersigned corporation subnitis the following Articles of Dissolution:

1. The name of the corporation is Alexander	Audit Fund, Inc
2. The dissolution was authorized onMarch	1 ,19 99
3. The resolution authorizing the dissolution was duly ad	opted by the members:
The resolution authorizing the dissolution was duly ado by the members was not required.	opted by a majority of the board of directors, as approval
NOTE: Please strike the sentence which does not apply	to this corporation.]
4. If approval by third person(s) other than the members was obtained.	, directors, or incorporators was required, such approval
5. If a public benefit corporation, notice to the Attorney of Nonprofit Corporation Act, has been given.	Jeneral, required by Section 48-64-103(a) of the Tennessee
6. The written consent or a copy of the resolution author	rizing the dissolution is attached.
7. If the document is not to be effective upon filing by	the Secretary of State, the delayed effective date/time is
,19(date)	(time).
[NOTE: A delayed effective date shall not be later than the sof State.]	90th day after the date this document is filed by the Secretary
March 4, 1999	Alexander Audit Fund, Inc.
Signature Date	Name of Corporation
Secretary	Kothy Surer Phillips
Signer's Capacity	Signature ()
	Kathnyn Sevier Phillips
	Name (typed or printed)



OF THE BOARD OF DIRECTORS OF Elalkxander audit fund, inc. TO ACTION TAKKN WITHOUT MEKITNG

BOOK 11374 PG. 577

The undersigned, boung all of the Directors of Alexander Audit Fund, Inc. ("Corporation") a Temperate comporation, acting by written consent as permitted by Section 48-18-202 of the Tennosses Business Corporation Act, as amended ("Act"), do heroby consent to, adopt and approve in all respects the following resolutions:

WHRREAS, all assets of the corporation have been distributed to its creditors and other parties authorized by the Tennessee Nonprofit Corporation Act;

THERREORE, BE IT RESOLVED, that the Board of Directors hereby approve the dissolution and termination of Alexander Audit Fund, Inc., a corporation organized and existing under the taws of the State of Tonnessee;

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed in the name of the Corporation to execute and deliver any and all certificates, authorizations, documents and other instruments or papers to do any and all further things that such officers may deem necessary or advisable to carry out the intent of the foregoing resolutions; and

FURTHER RESOLVED, that this Action Taken on Written Consent may be executed in one or more counterparts and, when so executed, each shall for all purposes be deemed an original and all of which shall constitute the same instrument.

IN WITNERS WHEREOF, the undersigned have executed this action taken on written consent this 1st day of March, 1999 for the purposes of evidencing (i) our consent to the taking of the foregoing action without a meeting, and (ii) our affirmative vote in favor of taking the forceoing action.

DIRECTORS:

N. B. Forrest Shoaf, Director

A. Eardensthn, Director

FARRIS WARFIELD KANADAY

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF LIVERALEXANDER AUDIT FUND, INC.

BOOK 11374 PG. 578

39 MAR -1, PH 2: 14

The undersigned, being all of the Directors of Alexander Audit Fund, Inc.
("Corporation) a Tempessed corporation, acting by written consent as permitted by Section 48-18-202 of the Tempessed Business Corporation Act, as amended ("Act"), do hereby consent to, adopt and approve in all respects the following resolutions:

WHEREAS, all assets of the corporation have been distributed to its creditors and other parties authorized by the Tennessee Nonprofit Corporation Act;

THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approve the dissolution and termination of Alexander Audit Fund, Inc., a corporation organized and existing under the laws of the State of Tennessee;

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed in the name of the Corporation to execute and deliver any and all certificates, authorizations, documents and other instruments or papers to do any and all further things that such officers may deem necessary or advisable to carry out the intent of the foregoing resolutions; and

PURTHER RESOLVED, that this Action Taken on Written Consent may be executed in one or more counterparts and, when so executed, each shall for all purposes be deemed an original and all of which shall constitute the same instrument.

IN WITNESS WIIEREOF, the undersigned have executed this action taken on written consent this 1st day of March, 1999 for the purposes of evidencing (i) our consent to the taking of the foregoing action without a meeting, and (ii) our affirmative vote in favor of taking the foregoing action.

DIRECTORS:

N. B. Porrest Short, Director

Todd A. Eardensohn, Director

Kathryn Scyler Phillips, Director

08/07/00 NON 16:57 FAX 615 726 3185

Corporations Section James K. Polk Building, Suite 1800 Nashville, Tennessee 37243-0306

DATE: 03/04/99

DATE: 03/04/99
REQUEST NUMBER: 3637-2349
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 03/04/99 1414
EFFECTIVE DATE/TIME: 03/04/99 1414
CONTROL NUMBER: 0309199

FARRIS WARFIELD KANADAY

KATHRYN SEVIER PHILLIPS, ATTORNEY 228 4TH AVE NORTH #1 FRANKLIN, TN 37064

BOOK 11374 PG 579

PF. ALEXANDER AUDIT FUND, INC. ARTICLES OF TERMINATION OF CORPORATE EXISTENCE

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

INHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR PILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

THEASE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS INDIPIDITAL OFFICE IS SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF TERMINATION OF CORPORATE EXISTENCE

ON DATE: 03/04/99

KATHRYN SEVIER PHILLIPS, ATTORNEY 228 4TH AVE NORTH FRANKLIN, TN 37064-0000

RECEIVED: \$100.00 \$0.00 COTAL PAYMENT RECEIVED: \$100.00 RECEIPT NUMBER: 00002446286

FEES

RILEY C. DARNELL SECRETARY OF STATE



Alexander Audit Fund. Inc.

BOOK 11374 PG. 580

TERMINATION OF CORPORATE EXISTENCE

Pursuant to the provisions of Section 48-24-108 of the Tennessee Business Corporation Act or Section 48-64-109 of the Tennessee Nonprofit Corporation Act, the undersigned corporation submits the following Articles of Termination of Corporate Existence:

1. The name of the corporation is	
2. As-2-for-profit corporation, all assets of the corp	oration have been distributed to its creditors and shareholders.
As a nonprofit corporation, all assets of the corp authorized by the Tennessee Nonprofit Corporation A	poration have been distributed to its creditors and other parties act.
[NOTE: Please strike the sentence which does not app	oly to this corporation.]
3. The dissolution of the corporation has not bee	en revoked.
4. If the document is not to be effective upon filin	g by the Secretary of State, the delayed effective date/time is
, 19(date),	(time)
[NOTE: A delayed effective date shall not be later than the of State.]	he 90th day after the date this document is filed by the Secretary
- · · · · · · · · · · · · · · · · · · ·	tificate from the Tennessee Commissioner of Revenue stating id all taxes and penalties required by revenue laws of this state.]
March 4, 1999	Alexander Audit Fund, Inc.
Signature Date	Name of Corporation
Secretary	Kathyn Sever Phillips
Signer's Capacity	Signature
	Kathryn Sevier Phillips
	Name (typed or printed)



3185

STATE OF TENNESSEE **DEPARTMENT OF REVENUE** ANDREW JACKSON STATE OFFICE BUILDING 99 MAR -4 NASHVILLE, TENNESSEE 37242-0100

SECRETARY OF STATE CONTROL NUMBER

0309199 T

EFFECTIVE DATE

BOOK 11374 PG. 581

CLEARANCE

(SEE REVERSE SIDE FOR INSTRUCTIONS)

Alexander Audit Fund, Inc. 512 N. Washington St Alexandria, VA 22314

This is to certify that all applicable reports have been filed and that fees, penalties, and taxes have been paid as required by revenue laws of this state.

COMMISSIONER OF REVENUE

RV-1907 (Rev. 8-94) 13-002-0382

3637 2351

THIS CERTIFICATE DOES NOT TAKE THE PLACE OF THE CERTIFICATE OF EXISTENCE/AUTHORIZATION ISSUED BY THE SECRETARY OF STATE.

TAX CLEARANCE HAS BEEN GRANTED FOR:

TERMINATION CERTIFICATE OF EXISTENCE/AUTHORIZATION (VOID AFTER 30 DAYS) ATATE 30 YA WITHDRAWAL REINSTATEMENT OF **CORPORATE CHARTER** CERTIFICATE OF AUTHORITY (VOID AFTER 30 DAYS) 41:5 Hg 4-1 BH 2: 14

This certificate (with any reports, forms and fees required) should be submitted to:

TENNESSES SECRETARY OF STATE

James K. Polik Building, 18th Floor

Nashville, TN 37243-0306 Telephone Number: (615) 741-0537 RECEIVED FEDERAL ELECTION COMMISSION OFFICE OF CENERAL

Aug 10 3 51 PM '00 STATEMENT OF DESIGNATION OF COUNSEL

MUR_ 5033
NAME OF COUNSEL: Arthur B. Culvahouse, Jr.; Ira H. Raphaelson
FIRM: 0'Melveny & Myers LLP
ADDRESS: 555 13th Street, NW
Suite 500 West
Washington, DC 20004-1109
TELEPHONE:(202) 383-5300
FAX:(202) 383-5414
The above-named individual is hereby designated as my counsel and is authorized to receive any notifications and other communication from the Commission and to act on my behalf before the Commission. 8/10/2000 Date Signature
RESPONDENT'S NAME: Alexander Audit Fund Inc. Todd Eardensohn, Treasurer
ADDRESS: 1275 Pennsylvania Avenue, NW
10th Floor
Washington, DC 20004
DIRECT TELEPHONE: MICHAGE

BUSINESS(202) 833-9392

FAX NO.